

RAILEASE

Inc
Business Center Building
P.O. Box 1518
Bellevue, Washington 98009
Telephone (206)455-7400

RECORDATION NO. 12767-P

SEP 28 1987 11 20 AM

September 18, 1987

INTERSTATE COMMERCE COMMISSION

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Re: RAILEASE Inc Equipment Trust
1980 Series 3 - Amendment Agreement

Date 9/28/87
Fees \$ 10.00
CC Washington, D.C.

Madam:

In accordance with the provisions of 49 U.S.C. §11303 and Rules and Regulations of the Interstate Commerce Commission ("ICC") thereunder, there are submitted herewith for filing and recordation Eight (8) executed counterparts of an Amendment Agreement dated as of September 18, 1987 to an Equipment Trust Agreement dated as of September 30, 1980, between THE CONNECTICUT BANK AND TRUST COMPANY, as Trustee, and RAILEASE Inc, a Washington Corporation.

The addresses of the parties are as follows:

RAILEASE Inc
777 - 106th Avenue N.E.
Bellevue, Washington 98004

THE CONNECTICUT BANK AND TRUST COMPANY
One Constitution Plaza
Hartford, Connecticut 06115

The Equipment Trust Agreement amended by this Amendment Agreement was originally filed with the ICC on January 14, 1981 at 9:40 a.m. and assigned recordation number 12767. We request that this Amendment Agreement be assigned the next available letter designations under that primary number.

The equipment covered by the Amendment Agreement to the Equipment Trust Agreement is described in Exhibit A hereto. The Amendment Agreement changes the road numbers of cars LRWN 9015, 9029, 9032, 9034 and 9047 under the Equipment Trust Agreement to WCRC 1035, 1036, 1040, 1038 and 1034 respectively, and ONW 2025, 2027-2030, 2032, 2034-36, 2050, 2055, 2058, 2060, 2062-64, 2066, 2068, 2078-79, 2081, 2084, 2087-90, 2092-93, 2096 and 2098, all inclusive, to LRWN 9051-9080 (inclusive) respectively.

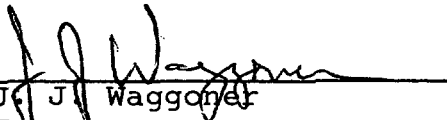
Enclosed is a check for \$10 to cover the ICC recordation fees.

Following recordation, you are hereby requested to return seven (7) executed counterparts of the Amendment Agreement and this letter with filing data recorded thereon to the undersigned representative of RAILEASE Inc, who is transmitting this letter and said enclosures to you.

Very truly yours,

RAILEASE Inc

By


J. J. Waggoner
Treasurer

Attachments: Amendment Agreement, 8 Counterparts
Railease Filing Fee Check
Copies of ICC Transmittal Letter

Exhibit A to ICC Transmittal Letter

SCHEDULE A

Exhibit A
to
Amendment Agreement
Dated as of September 18, 1987

Description of Trust Equipment

<u>Quantity*</u>	<u>Specification</u>	<u>Description</u>	<u>AAR Mechanical Designation</u>	<u>Current Initials & Car Numbers (all inclusive)</u>	<u>New Initials & Car Numbers (all inclusive)</u>
50	PACCAR Inc PC-711	60 ft 6 in 100 ton Bulkhead Flat Cars	FB or FBS	ONW 2025 ONW 2026 ONW 2027 ONW 2028 ONW 2029 ONW 2030 ONW 2031 ONW 2032 ONW 2033 ONW 2034 ONW 2035 ONW 2036 ONW 2037 ONW 2038 ONW 2050 ONW 2052 ONW 2055 ONW 2058 ONW 2060 ONW 2062 OWN 2063 ONW 2064 OWN 2065 OWN 2066 ONW 2068 ONW 2069 ONW 2070 ONW 2071 ONW 2073 ONW 2074 ONW 2076 ONW 2078 ONW 2079 ONW 2080 ONW 2081 ONW 2082 ONW 2083 ONW 2084 ONW 2085 ONW 2086 ONW 2087 ONW 2088 ONW 2089 ONW 2090	LRWN 9051 LRWN 9052 LRWN 9053 LRWN 9054 LRWN 9055 LRWN 9056 LRWN 9057 LRWN 9058 LRWN 9059 LRWN 9060 LRWN 9061 LRWN 9062 LRWN 9063 LRWN 9064 LRWN 9065 LRWN 9066 LRWN 9067 LRWN 9068 LRWN 9069 LRWN 9070 LWRN 9071 LRWN 9072 LRWN 9073 LRWN 9074 LRWN 9075 LRWN 9076

SCHEDULE A (Continued)

Page Two

<u>Quantity*</u>	<u>Specification</u>	<u>Description</u>	<u>AAR Mechanical Designation</u>	<u>Current Initials & Car Numbers (all inclusive)</u>	<u>New Initials & Car Numbers (all inclusive)</u>
				ONW 2092	LRWN 9077
				ONW 2093	LRWN 9078
				ONW 2096	LRWN 9079
				ONW 2097	
				ONW 2098	LRWN 9080
				ONW 2099	
100	PACCAR Inc PC-711	60 ft 6 in 100 ton Bulkhead Flat Cars	FB or FBS	TOE 4000-4099	
15	PACCAR Inc PC-711	60 ft 6 in 100 ton Bulkhead Flat Cars	FB or FBS	MSV 485-499	
35	PACCAR Inc PC-711	60 ft 6 in 100 ton Bulkhead Flat Cars	FB or FBS	CLC 1301-1303 1305 1307 1309-1313 1316 1318-1322 1325 1327-1328 1330-1336 1339 1341-1344 1346-1347 1349-1350	
150	PACCAR Inc PC-711	60 ft 6 in 100 ton Bulkhead Flat Cars	FB or FBS	CLC 1101-1250	
14	PACCAR Inc PC-725	66 ft 6000 cubic ft chip hopper bottom dump cars	HT	SCTR 1205 1212 1219-1220 1222 1231 1235 1249 1257 1261 1264 1268 1271 1278	

SCHEDULE A (Continued)
 Page Three

<u>Quantity*</u>	<u>Specification</u>	<u>Description</u>	<u>AAR Mechanical Designation</u>	<u>Current Initials & Car Numbers (all inclusive)</u>	<u>New Initials & Car Numbers (all inclusive)</u>
32	PACCAR Inc PC-711	60 ft 6 in 100 ton Bulkhead Flat Cars	FB or FBS	LRWN 9001	
				LRWN 9002	
				LRWN 9003	
				LRWN 9006	
				LRWN 9007	
				LRWN 9009	
				LRWN 9010	
				LRWN 9011	
				LRWN 9012	
				LRWN 9014	
				LRWN 9015	WCRC 1035
				LRWN 9017	
				LRWN 9018	
				LRWN 9019	
				LRWN 9021	
				LRWN 9022	
				LRWN 9023	
				LRWN 9024	
				LRWN 9025	
				LRWN 9027	
				LRWN 9029	WCRC 1036
				LRWN 9030	
				LRWN 9031	
				LRWN 9032	WCRC 1040
				LRWN 9033	
				LRWN 9034	WCRC 1038
				LRWN 9035	
				LRWN 9036	
				LRWN 9041	
				LRWN 9042	
				LRWN 9047	WCRC 1034
				LRWN 9050	
18	PACCAR Inc PC-711	60 ft 6 in 100 ton Bulkhead Flat Cars	FB or FBS	WCRC 1000	
				WCRC 1003	
				WCRC 1004	
				WCRC 1005	
				WCRC 1006	
				WCRC 1007	
				WCRC 1010	
				WCRC 1012	
				WCRC 1016	
				WCRC 1017	
				WCRC 1018	
				WCRC 1019	
				WCRC 1020	
				WCRC 1021	
				WCRC 1022	
				WCRC 1023	
				WCRC 1024	
				WCRC 1025	

*Subject to change according to aggregate Cost and available deposited Cash.

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

J. J. Waggoner
Treasurer
Business Center Building
P.O.Box 1518
Bellevue, WA 98009

Dear Sir

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 9/28/87 at 11:20AM, and assigned recordation number(s). 12767-P

Sincerely yours,

Noreta R. McGee
Secretary

Enclosure(s)

SE-30
(7/79)

17767-P
SEP 28 1987 - 11 20 AM
FILED 1425

AMENDMENT AGREEMENT dated as of September 18, 1987 between RAILEASE Inc ("Company") and INTERSTATE COMMERCE COMMISSION AND TRUST COMPANY, as Trustee ("Trustee") under an Equipment Trust Agreement dated as of September 30, 1980 between the Company and the Trustee.

WHEREAS the Trustee and Company have entered into an Equipment Trust Agreement (as heretofore amended the "Trust Agreement") dated as of September 30, 1980 (RAILEASE Inc Equipment Trust 1980 Series 3);

WHEREAS the Trust Agreement was filed with the Interstate Commerce Commission pursuant to 49 U.S.C. §11303 on January 14, 1981 at 9:40 a.m., and assigned recordation number 12767;

WHEREAS the Company desires to change the car initials and numbers of certain units of Trust Equipment referred to in the Trust Agreement, in connection with lease thereof to a different railroad lessee;

WHEREAS the Company has requested the Trustee to execute this Amendment Agreement;

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the parties hereto hereby agree as follows:

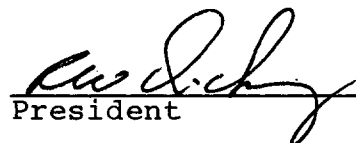
1. Schedule A to the Trust Agreement is hereby deleted and restated in its entirety as shown in Exhibit A hereto.
2. The Company will promptly cause this Amendment Agreement to be filed in accordance with the provisions of Section 7.04 of the Trust Agreement.
3. Except as amended hereby, the Trust Agreement shall remain unaltered and in full force and effect.
4. This Amendment Agreement may be executed in any number of counterparts, and such counterparts together shall constitute a single instrument. It shall not be necessary that any counterpart be signed by all the parties if each party shall sign at least one counterpart.

IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their respective officers thereunto duly authorized, and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

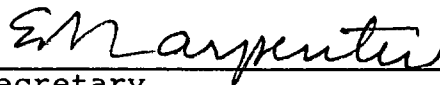
RAILEASE Inc

[Corporate Seal]

By


President

Attest:


Secretary

SCHEDULE A

Exhibit A
to
Amendment Agreement
Dated as of September 18, 1987

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				LRWN 9014	
				LRWN 9015	WCRC 1035
				LRWN 9017	
				LRWN 9018	
				LRWN 9019	
				LRWN 9021	
				LRWN 9022	
				LRWN 9023	
				LRWN 9024	
				LRWN 9025	
				LRWN 9027	
				LRWN 9029	WCRC 1036
				LRWN 9030	
				LRWN 9031	
				LRWN 9032	WCRC 1040
				LRWN 9033	
				LRWN 9034	WCRC 1038
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				LRWN 9047	WCRC 1034
				LRWN 9050	
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				WCRC 1020	
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				WCRC 1022	
				WCRC 1023	
				WCRC 1024	
				WCRC 1025	

*Subject to change according to aggregate Cost and available deposited Cash.